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June 29, 2015

Ms. Jenny Hicks
Research Analyst
Economic Analysis
Local Government Assistance and Economic Development Division
Texas Comptroller of Public Accounts
LBJ State Office Building
111 E. 17th Street
Austin, TX 78774

Via Email and Federal Express

Re: App. No. 318-Vega ISD-River Birch Wind Project, LLC

Dear Ms. Hicks:

Enclosed please find a fully executed copy of a Termination of the Limitation on Appraised Value Agreement between the above-noted parties. A CD containing this document is also enclosed.

Please feel free to contact us if you require anything further.

Sincerely,

A handwritten signature in blue ink that reads "Fred A. Stormer". The signature is fluid and cursive, with the first and last names being clearly legible.

Fred Stormer

FS/ph
Encl.
JTG0MGWZ0D4FN3

**TERMINATION OF
LIMITATION ON APPRAISED VALUE AGREEMENT
BETWEEN VEGA INDEPENDENT SCHOOL DISTRICT
AND RIVER BIRCH WIND PROJECT, LLC
(Comptroller Application No. 318)**

This **TERMINATION OF LIMITATION ON APPRAISED VALUE AGREEMENT FOR VEGA INDEPENDENT SCHOOL DISTRICT** (this “**Termination**”) is entered into by and between **RIVER BIRCH WIND PROJECT, LLC**, a Delaware limited liability company, Texas Taxpayer Identification Number 32040272901 (the “**Applicant**”), and Vega Independent School District (the “**District**”). The Applicant and the District may hereafter be referred to as, together, the “**Parties**” and each, a “**Party**.” Undefined capitalized terms herein shall have the meaning given to them in the Agreement (as defined below).

WITNESSETH:

WHEREAS, on or about December 16, 2013, pursuant to Chapter 313 of the Texas Tax Code, after conducting a public hearing on the matter, the District made factual findings, and passed, approved, and executed that certain Limitation on Appraised Value Agreement for Vega Independent School District dated December 16, 2013, by and between the District and the Applicant, as amended (the “**Agreement**”).

WHEREAS, Applicant has informed that District that Applicant has not and will not meet the requirement of making the Qualified Investment on or before January 1, 2016 as required by Section 2.3.4 of the Agreement.

WHEREAS, on June 25, 2015, after conducting a public hearing and providing interested persons an opportunity to be heard on the matter, the Board of Trustees determined that this Termination is in the best interest of the District and the State of Texas and is consistent with and authorized by Chapter 313 of the Texas Tax Code, and approved the form of this Termination and authorized the District’s representative, whose signature appears below, to execute and deliver such Termination to the Applicant.

NOW, THEREFORE, in consideration of the premises and mutual covenants contained herein and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the Parties, intending to be legally bound, do hereby covenant and agree as follows:

1. Termination. Effective as of June 25, 2015 and as agreed between the Parties as shown by their signatures below, Applicant and District terminate the Agreement.
2. Counterparts. This Termination may be executed in counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same document.

IN WITNESS WHEREOF, the Parties have caused this Termination to be executed and delivered by their duly authorized representatives.

RIVER BIRCH WIND PROJECT, LLC,
A Delaware limited liability company
Texas Taxpayer ID No. 32040272901

By: Derek M. Harding
Name: Derek M. Harding
Title: Manager

Date: 6/25/15

VEGA INDEPENDENT SCHOOL DISTRICT

By: _____
Name: _____
Title: _____

Date: _____

ATTEST:

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Parties have caused this Termination to be executed and delivered by their duly authorized representatives.

RIVER BIRCH WIND PROJECT, LLC,

A Delaware limited liability company

Texas Taxpayer ID No. 32040272901

By: _____
Name: _____
Title: _____

Date: _____

VEGA INDEPENDENT SCHOOL DISTRICT

By: Roger Brorman
Name: Roger Brorman
Title: President, Board of Trustees

Date: June 25, 2015

ATTEST:

By: T.J. Barclay
Name: T.J. Barclay
Title: Secretary, Board of Trustees